

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

U.S. BANK NATIONAL ASSOCIATION,
a national association, as securities intermediary
for LIMA ACQUISITION LP,

Plaintiff,

vs.

PHL VARIABLE INSURANCE COMPANY,
a Connecticut corporation,

Defendant.

U.S. BANK NATIONAL ASSOCIATION,
a national association, as securities intermediary,

Plaintiff,

vs.

PHL VARIABLE INSURANCE COMPANY,

Defendant.

DECLARATION OF MARK J. BROWNE

STATE OF NEW YORK

COUNTY OF NEW YORK

ss:

Mark J. Browne, being duly sworn, hereby deposes and says as follows:

1. I was retained by counsel for plaintiff, U.S. Bank National Association, as securities intermediary for Lima Acquisition LP (“U.S. Bank”) to serve as an expert witness in the above-captioned cases.

2. I submit this declaration pursuant to 28 U.S.C. § 1746 in support of U.S. Bank’s motion for partial summary judgment in these cases. Attached hereto as Exhibit A is a true and correct copy of the Rebuttal Expert Report dated October 23, 2013 that I prepared and signed in these cases. Exhibit A accurately sets forth my opinions and calculations as described therein.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
December 2, 2013.

Respectfully submitted,



Mark J. Browne

Exhibit A
omitted from publicly filed version